

Ph. Sco, J

IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MARILYN CLARK, Derivatively on Behalf of
AMERICAN INTERNATIONAL GROUP,
INC.,

Plaintiff,

vs.

MARTIN J. SULLIVAN, EDMUND S.W. TSE,
WIN J. NEUGER, FRANK G. WISNER,
BRIAN T. SCHREIBER, STEVEN J.
BENSINGER, WILLIAM N. DOOLEY,
FREDERICK W. GEISSINGER, ELIAS F.
HABAYEB, ROBERT E. LEWIS, MARSHALL
A. COHEN, MARTIN D. FELDSTEIN, ELLEN
V. FUTTER, RICHARD C. HOLBROOKE,
FRANK G. ZARB, STEPHEN L.
HAMMERMAN, GEORGE L. MILES, JR.,
MORRIS W. OFFIT, MICHAEL H. SUTTON,
FRED H. LANGHAMMER, JAMES F. ORR,
III, VIRGINIA M. ROMETTY and ROBERT B.
WILLUMSTAD,

Defendants,

-and-

AMERICAN INTERNATIONAL GROUP,
INC., a Delaware corporation,

Nominal Defendant.

Case No. 07-CV-10464 (LAP)

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DATE FILED: 12/10/07

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DORIS STAEHR, Derivatively on Behalf of
AMERICAN INTERNATIONAL GROUP,
INC.,

Plaintiff,

vs.

MARTIN J. SULLIVAN, EDMUND S.W. TSE,
WIN J. NEUGER, FRANK G. WISNER,
BRIAN T. SCHREIBER, STEVEN J.
BENSINGER, WILLIAM N. DOOLEY,
FREDERICK W. GEISSINGER, ELIAS F.
HABAYEB, ROBERT E. LEWIS, MARSHALL
A. COHEN, MARTIN D. FELDSTEIN, ELLEN
V. FUTTER, RICHARD C. HOLBROOKE,
FRANK G. ZARB, STEPHEN L.
HAMMERMAN, GEORGE I. MILES, JR.,
MORRIS W. OFFIT, MICHAEL H. SUTTON,
FRED H. LANGHAMMER, JAMES F. ORR,
III, VIRGINIA M. ROMETTY and ROBERT B.
WILLUMSTAD,

Defendants,

-and-

AMERICAN INTERNATIONAL GROUP,
INC., a Delaware corporation,

Nominal Defendant.

) Case No. 07-CV-10466 (VM)

**STIPULATION AND ~~PROPOSED~~ ORDER
TRANSFERRING AND CONSOLIDATING RELATED ACTIONS
AND APPOINTING CO-LEAD PLAINTIFFS' COUNSEL**

TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

IT IS HEREBY STIPULATED AND AGREED, by and among the parties listed below,
by their undersigned counsel, as follows:

1. The above-captioned shareholder derivative actions against certain officers and
directors of American International Group, Inc. ("AIG") involve the same subject matter, same
defendants, and common questions of law and fact, but are pending before different judges.

2. In an effort to assure consistent rulings and decisions and the avoidance of
unnecessary duplication of effort, the undersigned counsel for plaintiffs and the nominal
defendant in above-captioned actions enter into this stipulation. The counsel are: (1) the Law
Offices of Thomas G. Amon on behalf of plaintiff Marilyn Clark; (2) Robbins Umeda & Fink,

LLP and the Law Offices of Thomas G. Amon on behalf of plaintiff Doris Staehr; and (3) Paul, Weiss, Rifkind, Wharton & Garrison LLP on behalf of nominal defendant American International Group, Inc.

3. The parties agree that the following actions are related actions that, in the interests of justice and efficiency, should be consolidated for all purposes, including pre-trial proceedings and trial, pursuant to Federal Rule of Civil Procedure 42(a) and Rule 15 of the Southern District Rules for the Division of Business Among District Judges:

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Clark v. Sullivan, et al.</i>	07-CV-10464 (LAP)	November 20, 2007
<i>Staehr v. Sullivan, et al.</i>	07-CV-10466 (VM)	November 20, 2007

4. The action entitled *Clark v. Sullivan, et al.*, which is pending before Judge Preska, was the first-filed action. The parties agree, subject to approval of the Court, that the action entitled *Staehr v. Sullivan, et al.* shall be transferred to Judge Preska for consolidation with the *Clark* action.

5. Subject to approval of the Court, the parties agree that every pleading filed in these consolidated actions, or in any separate action included herein, must bear the following caption:

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE AMERICAN INTERNATIONAL) Lead Case No. 07-CV-10464 (LAP)
GROUP, INC. 2007 DERIVATIVE)
LITIGATION) (Derivative Action)
_____)
This Document Relates To:)
)
ALL ACTIONS.)
_____)

6. When a pleading or other court paper filed in the Consolidated Action is intended to apply to all actions therein, the words "All Actions" shall appear immediately after the words "THIS DOCUMENT RELATES TO:" in the caption set out above. When a pleading or other

court paper is intended to be applicable only to one, or some, but not all of such actions, the party filing the document shall indicate the action(s) to which the document is intended to be applicable by last name of the named plaintiff(s) and the docket number(s).

7. The parties agree that the files of these consolidated actions will be maintained in one file under Lead Case No. 07-CV-10464 (LAP).

8. The parties agree that it would be duplicative and wasteful of the Court's resources for defendants named in plaintiffs' shareholder derivative actions to have to respond to the individual complaints before the agreed upon consolidation. Therefore, the parties agree that defendants named in these actions need not respond to the individual complaints that have already been filed in this action or to any other related complaints that are subsequently assigned, remanded, or transferred to this Court until 60 days after the filing and service of the Consolidated Complaint.

9. The parties agree that plaintiffs shall file a Consolidated Derivative Complaint ("Consolidated Complaint") no later than 60 days from the date of entry of this Order, unless otherwise agreed between the parties and approved by the Court. The Consolidated Complaint shall be deemed the operative complaint, superseding all complaints filed in any of the actions consolidated hereunder. Defendants shall have 60 days after the filing and service of the Consolidated Complaint to move, answer, or otherwise respond to the Consolidated Complaint. In the event that defendants file and serve any motions directed at the Consolidated Complaint, plaintiffs shall file and serve their opposition within 60 days after the service of defendants' motion. If defendants file and serve a reply to plaintiffs' opposition, they will do so within 30 days after plaintiffs' service of the opposition. Counsel agree to confer to select a hearing date.

10. Subject to approval of the Court, the parties agree that the Co-Lead Counsel for plaintiffs for the conduct of these consolidated actions are.

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- and -

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11. Subject to approval of the court, the parties agree that plaintiffs' Co-Lead Counsel shall have authority to speak for plaintiffs in matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

12. Subject to approval of the Court, the parties agree that plaintiffs' Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. The parties agree that no motion, request for discovery, or other pre-trial or trial proceedings will be initiated or filed by any plaintiff except through plaintiffs' Co-Lead Counsel.

13. Subject to approval of the Court, the parties agree that defendants' counsel may rely upon all agreements made with any of plaintiffs' Co-Lead Counsel, or other duly authorized representative of plaintiffs' Co-Lead Counsel, and such agreements will be binding on all plaintiffs.

14. The parties agree that this Order shall apply to each shareholder derivative action, arising out of the same or substantially the same transactions or events as these cases, which is subsequently filed in, removed to or transferred to this Court.

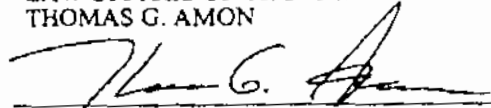
15. The parties agree that when a case which properly belongs as part of the *In re American International Group, Inc. Derivative Litigation*, Lead Case No. 07-CV-10464 (LAP), is hereafter filed in the Court or transferred here from another court, counsel will call to the attention of the clerk of the Court the filing or transfer of any case that might properly be consolidated as part of the *In re American International Group, Inc. Derivative Litigation*, Lead Case No. 07-CV-10464 (LAP), and counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

16. The parties agree that the consolidation of these actions is for the procedural and administrative convenience of the Court and the parties, and does not constitute a waiver or compromise of any rights the parties would otherwise have.

Dated: December 3, 2007

Respectfully submitted,

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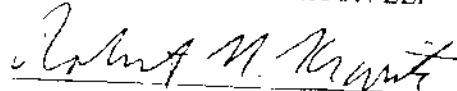
Counsel for Plaintiffs Marilyn Clark and Doris Staehr and [Proposed] Co-Lead Counsel for Plaintiffs

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Counsel for Plaintiff Doris Staehr and
[Proposed] Co-Lead Counsel for Plaintiffs

Dated: December 3, 2007

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Counsel for Nominal Defendant
American International Group, Inc.

* * *

ORDER

The above stipulation having been considered, and good cause appearing therefore,
IT IS SO ORDERED.

December 10, 2007
DATED


U.S.D.J.